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August 21, 2002

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Ms. Marlene H. Dortch
Secretary
Federal Communications Commission
445 Twelfth Street, S.W.; Room TW-A325
Washington D.C. 20554

FEDERAL COMMUNICATIONS COMMISSION
OFFICE OF THE SECRETARY

Re: In the Matter of Applications for Consent to the Transfer of Licenses and Section
214 Authorization from Ameritech Corporation, Transferor, to SBC
Communications Inc. Transferee, (CC Docket No. 98-141)

Dear Ms. Salas:

I am writing to advise that SBC Communications Inc. ("SBC") has fulfilled all of the Out-of-Territory Competitive Entry (National-Local Strategy) requirements set forth in Condition XXI (paragraph 59) of the SBC/Ameritech Merger Conditions. Specifically, for each of 30 out-of-territory markets as defined in Condition XXI, SBC Telecom, Inc. ("SBCT"), the "SBC/Ameritech Out-of-Territory Entity" designated with this responsibility, fulfilled each of the following requirements:

- (1) "No later than the initial deployment deadline for the market, the SBC/Ameritech Out-of-Territory Entity SBCT shall install a local telephone exchange switch or otherwise obtain local telephone exchange switching capability from a party other than the incumbent LEC in that market." See Merger Conditions ¶ 59.c(1).
- (2) "No later than the initial deployment deadline for the market, the SBC/Ameritech Out-of-Territory Entity SBCT shall provide facilities-based local exchange service to each of 3 unaffiliated customers in that market, who may be business or non-employee residential customers." See *id.* ¶ 59.c(2).
- (3) "No later than the 12 months after the initial deployment deadline for the market, the SBC/Ameritech Out-of-Territory Entity shall have collocated facilities (using physical, virtual, or other types of collocation) in at least 10 wire centers in the market that can be used to provide facilities-based service to customers served by those wire centers." See *id.* ¶ 59.c(3).
- (4) "No later than the 12 months after the initial deployment deadline for the market, the SBC/Ameritech Out-of-Territory Entity shall offer facilities-based local

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exchange service to all business and residential customers served by the 10 wire centers in the market where SBC is required to be collocated.” *See id.* ¶ 59.c(4).

- (5) “No later than the 12 months after the initial deployment deadline for the market, the SBC/Ameritech Out-of-Territory Entity shall offer local exchange service to all business customers and all residential customers throughout the areas in the market that are either (a) within the local service area of the incumbent RBOC located within the PMSA of the market or (b) within the incumbent service area of a Tier 1 incumbent LEC (other than SBC/Ameritech) serving at least 10 percent of the access lines in the PMSA.” *See id.* ¶ 59.c(5).

The attached matrix shows the dates by which each of the above-listed requirements had been fulfilled for each of the 30 out-of-territory markets.

SBC has now fulfilled all of the requirements of Condition XXI (paragraph 59) of the Merger Conditions. *See* Merger Conditions ¶ 59.c (“SBC/Ameritech shall have fulfilled all requirements of this Section if, for each of the 30 out-of-territory markets, an SBC/Ameritech Out-of-Territory Entity meets each of the following service requirements for each of the 30 markets.”). Accordingly, Condition XXI has sunset. Please do not hesitate to contact me at 202-236-8831 if you have questions.

Sincerely,

A handwritten signature in black ink, reading "Caryn Noir". The signature is written in a cursive, flowing style with a large initial 'C'.

Out-of-Territory Competitive Entry Requirements Fulfillment Dates

	Market	Installed switching capability 59 c. (1)	Provided facilities based service to three non-affiliated customers 59 c. (2)	Collocated in 10 ILEC wire centers 59 c. (3)	Offering facilities based service in those 10 wire centers 59 c. (4)	Offering service to all residence and business customers throughout the MSA 59 c. (5)
1	Boston	10/12/00	10/12/00	9/28/01	9/28/01	9/28/01
2	Miami	10/12/00	10/12/00	9/28/01	9/28/01	9/28/01
3	Seattle	10/12/00	10/12/00	9/28/01	9/28/01	9/28/01
4	Atlanta	3/28/01	3/28/01	3/5/02	3/5/02	3/5/02
5	Denver	3/28/01	3/28/01	3/5/02	3/5/02	3/5/02
6	Ft. Lauderdale	3/28/01	3/28/01	3/5/02	3/5/02	3/5/02
7	Minneapolis	3/28/01	3/28/01	3/5/02	3/5/02	3/5/02
8	New York	3/28/01	3/28/01	3/5/02	3/5/02	3/5/02
9	Philadelphia	3/28/01	3/28/01	3/5/02	3/5/02	3/5/02
10	Phoenix	3/28/01	3/28/01	3/5/02	3/5/02	3/5/02
11	Baltimore	4/9/01	4/9/01	3/5/02	3/5/02	3/5/02
12	Bergen-Passaic	4/9/01	4/9/01	8/21/02	8/21/02	8/21/02
13	Middlesex	4/9/01	4/9/01	8/21/02	8/21/02	8/21/02
14	Nassau	4/9/01	4/9/01	8/21/02	8/21/02	8/21/02
15	Newark	4/9/01	4/9/01	8/21/02	8/21/02	8/21/02
16	Orlando	4/9/01	4/9/01	3/5/02	3/5/02	3/5/02
17	Salt Lake City	4/9/01	4/9/01	3/5/02	3/5/02	3/5/02
18	Tampa	4/9/01	4/9/01	3/5/02	3/5/02	3/5/02
19	Washington D.C.	4/9/01	4/9/01	3/5/02	3/5/02	3/5/02
20	West Palm Beach	4/9/01	4/9/01	3/5/02	3/5/02	3/5/02
21	Charlotte	3/5/02	3/5/02	8/21/02	8/21/02	8/21/02
22	Jacksonville	3/5/02	3/5/02	8/21/02	8/21/02	8/21/02
23	Las Vegas	3/5/02	3/5/02	8/21/02	8/21/02	8/21/02
24	Louisville	3/5/02	3/5/02	8/21/02	8/21/02	8/21/02
25	Memphis	3/5/02	3/5/02	8/21/02	8/21/02	8/21/02
26	Nashville	3/5/02	3/5/02	8/21/02	8/21/02	8/21/02
27	Norfolk	3/5/02	3/5/02	8/21/02	8/21/02	8/21/02
28	Portland	3/5/02	3/5/02	8/21/02	8/21/02	8/21/02
29	Raleigh	3/5/02	3/5/02	8/21/02	8/21/02	8/21/02
30	Tucson	3/5/02	3/5/02	8/21/02	8/21/02	8/21/02

Note: SBC previously notified the Commission in writing of the fulfillment of all requirements listed above except for those listing a completion date of 8/21/2002.